

**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF CALIFORNIA**



**FILED**

1-13-16  
04:59 PM

In the matter of Joint Application of Charter Communications, Inc.; Charter Fiberlink CA-CCO, LLC (U6878C); Time Warner Cable Inc.; Time Warner Cable Information Services (California), LLC (U6874C); Advance/Newhouse Partnership; Bright House Networks, LLC; and Bright House Networks Information Services (California), LLC (U6955C) Pursuant to California Public Utilities Code Section 854 for Expedited Approval of the Transfer of Control of both Time Warner Cable Information Services (California), LLC (U6874C) and Bright House Networks Information Services (California), LLC (U6955C) to Charter Communications, Inc., and for Expedited Approval of a pro forma transfer of control of Charter Fiberlink CA-CCO, LLC (U6878C).

Application 15-07-009  
(Filed July 2, 2015)

**MOTION BY CHARTER COMMUNICATIONS, INC., CHARTER FIBERLINK CA-CCO, LLC (U6878C), TIME WARNER CABLE INC., TIME WARNER CABLE INFORMATION SERVICES (CALIFORNIA), LLC (U6874C), ADVANCE/NEWHOUSE PARTNERSHIP, BRIGHT HOUSE NETWORKS, LLC, AND BRIGHT HOUSE NETWORKS INFORMATION SERVICES (CALIFORNIA), LLC (U6955C) FOR ORDER ALTERING SCHEDULE AND DEFERRING RULING ON THE NEED FOR EVIDENTIARY HEARINGS**

Suzanne Toller  
Alan Galloway  
Davis Wright Tremaine, LLP  
Phone: (415) 276-6536  
505 Montgomery Street, Suite 800  
San Francisco, California 94111  
Email: [suzannetoller@dwt.com](mailto:suzannetoller@dwt.com)  
Email: [alangalloway@dwt.com](mailto:alangalloway@dwt.com)

Attorneys for Advance/Newhouse Partnership,  
Bright House Networks, LLC, and Bright House  
Networks Information Services (California),  
LLC

January 13, 2016

James W. McTarnaghan  
Anne B. Beaumont  
Perkins Coie LLP  
Phone: (415) 344-7007  
505 Howard Street, Suite 1000  
San Francisco, CA 94105-3204  
Email: [jmctarnaghan@perkinscoie.com](mailto:jmctarnaghan@perkinscoie.com)  
Email: [abeaumont@perkinscoie.com](mailto:abeaumont@perkinscoie.com)

Attorneys for Time Warner Cable Inc. and  
Time Warner Cable Information Services  
(California), LLC

John L. Clark  
Michael B. Day  
Goodin, MacBride, Squeri, & Day, LLP  
505 Sansome Street, Suite 900  
San Francisco, California 94111  
Telephone: (415) 392-7900  
Facsimile: (415) 398-4321  
Email: [jclark@goodinmacbride.com](mailto:jclark@goodinmacbride.com)

Attorneys for Charter Communications, Inc.  
and Charter Fiberlink CA-CCO, LLC

**BEFORE THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF CALIFORNIA**

In the matter of Joint Application of Charter Communications, Inc.; Charter Fiberlink CA-CCO, LLC (U6878C); Time Warner Cable Inc.; Time Warner Cable Information Services (California), LLC (U6874C); Advance/Newhouse Partnership; Bright House Networks, LLC; and Bright House Networks Information Services (California), LLC (U6955C) Pursuant to California Public Utilities Code Section 854 for Expedited Approval of the Transfer of Control of both Time Warner Cable Information Services (California), LLC (U6874C) and Bright House Networks Information Services (California), LLC (U6955C) to Charter Communications, Inc., and for Expedited Approval of a pro forma transfer of control of Charter Fiberlink CA-CCO, LLC (U6878C).

Application 15-07-009  
(Filed July 2, 2015)

**MOTION BY CHARTER COMMUNICATIONS, INC., CHARTER FIBERLINK CA-CCO, LLC (U6878C), TIME WARNER CABLE INC., TIME WARNER CABLE INFORMATION SERVICES (CALIFORNIA), LLC (U6874C), ADVANCE/NEWHOUSE PARTNERSHIP, BRIGHT HOUSE NETWORKS, LLC, AND BRIGHT HOUSE NETWORKS INFORMATION SERVICES (CALIFORNIA), LLC (U6955C) FOR ORDER ALTERING SCHEDULE AND DEFERRING RULING ON THE NEED FOR EVIDENTIARY HEARINGS**

Pursuant to Rule 11.1 of the Rules of Practice and Procedure (“Rules”) of the California Public Utilities Commission (“Commission”), Charter Communications, Inc. on behalf of itself and its wholly owned subsidiary Charter Fiberlink CA-CCO, LLC (collectively, “Charter”), Time Warner Cable Inc. on behalf of itself and its wholly owned subsidiary Time Warner Cable Information Services (California), LLC (collectively, “Time Warner Cable”), and Advance/Newhouse Partnership on behalf of itself and its subsidiary Bright House Networks, LLC (“BHN”), as well as BHN’s wholly owned subsidiary Bright House Networks Information Services (California), LLC (collectively “Bright House Networks”) (jointly, “Joint Applicants”)

respectfully request (1) that the schedule in this proceeding be altered as set forth herein (see attached *Exhibit A* outlining the proposed new schedule to conclude by April 21, 2016), and (2) deferring a ruling on the need for evidentiary hearings until after the submission of rebuttal testimony.<sup>1</sup>

Under the current schedule, the Commission will not issue a decision on the proposed transfers of control over Time Warner Cable Information Service (California), LLC and Bright House Networks Information Services (California), LLC (and the *pro forma* transfer of control over Charter Fiberlink CA-CCO, LLC) (collectively, the “Transfers of Control”) until June 10, 2016.<sup>2</sup> This schedule puts the Commission’s conclusion of its review significantly beyond that of other state and local regulatory bodies reviewing the Transaction and even beyond the expected review of the Federal Communications Commission (“FCC”) and United States Department of Justice (“DOJ”), which are reviewing all aspects of the larger transaction (“Transaction”) on a national scale.

For the reasons set forth herein, the proposed, modified schedule is reasonable under the circumstances, ensures no prejudice to consumers, shareholders and employees of the Joint Applicants that will benefit from the merger, and still affords sufficient time for the intervenors, interested parties and the Commission to fully review and consider all relevant questions pertaining to the Joint Application.

A. Review by All Other Pertinent Regulators Is Now Expected to Complete Substantially in Advance of the Proposed Schedule in This Proceeding.

---

<sup>1</sup> The Joint Applicants are concurrently filing a Motion to Shorten the period for any response to the instant Motion in order to facilitate a ruling before Friday, January 22, 2015.

<sup>2</sup> See Assigned Commissioner’s Scoping Ruling, A.15-07-009, at 6 (Nov. 13, 2015) (“Scoping Ruling”) (establishing current schedule).

With the exception of the Hawaii Public Utilities Commission and the New Jersey Board of Public Utilities, every other state commission reviewing transfers of control in connection with the Joint Applicants' merger has now either granted its approval or concluded that no approval is required.<sup>3</sup> In Hawaii and New Jersey, proceedings have substantially concluded and the Joint Applicants are awaiting decisions, with every expectation that those two states will soon conclude their limited review.<sup>4</sup> Other than the small Time Warner Cable footprint in New

---

<sup>3</sup> See *Joint Application of Time Warner Cable Inc. and Charter Communications to Execute a Transfer and Encumbrance*, Proceeding No. 15A-0584T, Commission Decision Approving Joint Transfer Application (Colo. P.U.C. Sept. 17, 2015); *Joint Application of Charter Communications, Inc., Time Warner Cable Inc., and Advance Newhouse Partnership for Approval of the Transfer of Control of DukeNet Communications, LLC and Bright House Networks Information Services (Alabama), LLC, for Financing Authority and for Authority to do all Things Required in Relation Thereto*, Staff Letter of Authorization, Docket Nos. 15182, 26279 (Ga. Pub. Serv. Comm'n Sept. 8, 2015); *Charter Fiberlink LA-CCO, LLC, ex parte*, Docket No. S-33710, Letter of Approval (La. Pub. Serv. Comm'n Aug. 4, 2015); *Application of Charter Fiberlink – Nebraska, LLC, Time Warner Cable Information Services (Nebraska), LLC and Time Warner Cable Business LLC to Transfer Control of Certificated Carrier, for Financing Approval, and for Authority to Perform Related Transactions*, Docket No. C-4774, Order Approving Application (Neb. Pub. Serv. Comm'n Oct. 6, 2015); *Joint Petition of Charter Communications and Time Warner Cable for Approval of a Transfer of Control of Subsidiaries and Franchises, Pro Forma Reorganization, and Certain Financing Arrangements*, Case No. 15-M-0388, Order Granting Joint Petition Subject to Conditions (N.Y. Pub. Serv. Comm'n Jan. 8, 2016); *Joint Application of Charter Communications, Inc., Time Warner Cable Inc., Time Warner Cable Information Services (Pennsylvania), LLC, and Time Warner Cable Business LLC for Approval of the Transfer of Control of Time Warner Cable Information Services (Pennsylvania), LLC AND Time Warner Cable Business LLC* Docket Nos. A-2015-2491623, A-2015-2491624, Order (Pa. P.U.C. Sept. 3, 2015); *Application of Charter Fiberlink TX-CCO, LLC and Time Warner Cable Information Services (Texas), LLC for Amendment To Service Provider Certificates of Operating Authority*, Docket No. 44904, Notice of Approval (Tex. P.U.C. July 17, 2015); *Joint Petition of Time Warner Cable Inc. and Charter Communications, Inc. for Approval of the Transfer of Control of Time Warner Cable Information Services (Virginia), LLC, Time Warner Cable Business LLC, and DukeNet Communications, LLC and for Authority to Complete Certain Pro Forma and Intra-Corporate Transactions for Charter Fiberlink VA-CCO, LLC*, Case No. PUC-2015-00036, Order Granting Approval (Va. State Corp. Comm'n Aug. 26, 2015); *In re Charter Communications, Inc. and Time Warner Cable, Inc., Joint Petition for Consent and Approval of the Transfer of Control of Time Warner Cable Information Services (West Virginia), LLC and Time Warner Cable Business LLC and for Time Warner Cable Information Services (West Virginia), LLC and Time Warner Cable Business LLC to Participate in Certain Financing Arrangements*, Case No. 15-1070-T-PC, Recommended Decision (W. Va. Pub. Serv. Comm'n Aug. 27, 2015).

<sup>4</sup> In New Jersey, neither Charter nor Bright House Networks has any presence, such that the New Jersey BPU's review pertains only to a very small Time Warner Cable footprint in communities near New York City. In Hawaii, the Department of Commerce and Consumer Affairs, which has jurisdiction over the transfer of control of Time Warner Cable's cable affiliates, has already approved the transfer. *Joint Application of Time Warner Cable Inc. and Charter Communications, Inc. for Approval of the Transfer of*

Jersey, review of transfers of the Joint Applicants' respective cable video affiliates by state and local franchising authorities is complete.

The FCC's 180 day, informal "shot clock" (as extended) is scheduled to conclude on March 24, 2016.<sup>5</sup> The FCC's recent extension of that "shot clock"—by only 15 days—suggests that the FCC similarly remains on track, and the Joint Applicants therefore expect the FCC to complete its review of the Transaction within its current timeframe.<sup>6</sup> The Joint Applicants also continue to work closely with the United States Department of Justice ("DOJ") and believe that they will be able to reach a conclusion of the DOJ's investigation soon as well.

Thus, the current schedule in this proceeding makes it very likely that this Commission's review will become the only unresolved matter, impacting the closing of the Transaction for almost three months.

**B. Significant Delay in the Closing of the Transaction Is Not in the Public Interest and Will Cause Hardship to the Joint Applicants.**

The likely result of the Commission's current schedule—significant delay in the Joint Applicants' ability to close the Transaction—would cause substantial prejudice to both the Joint Applicants and to the public. The numerous public interest benefits of the Transaction itself, as laid out in the Joint Application and testimony, would be delayed by several months. Many of these benefits have timetables for rollout associated with the close of the transaction. These benefits include, among other things, investments by New Charter in broadband deployment and

---

*Control of Oceanic Time Warner Cable LLC's Cable Television Franchises for the Island of O'ahu, Island of Kaua'i, East Hawai'i (Hilo), West Hawai'i (Kona), County of Maui (excluding Lahaina), and Lahaina from Time Warner Cable Inc. to Charter Communications, Inc.*, Decision and Order No. 366 (Haw. Dep't of Commerce & Consumer Aff. Dec. 17, 2015). Therefore, the remaining review by the Hawaii Public Utilities Commission pertains solely to Time Warner Cable's regulated telecommunications affiliates providing enterprise and wholesale services.

<sup>5</sup> See *Applications of Charter Communications, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership for Consent to the Transfer of Licenses and Authorizations*, MB Docket No. 15-149, Letter from William T. Lake (FCC Jan. 4, 2016).

<sup>6</sup> *Id.*

affordability, including investments in residential and commercial buildout,<sup>7</sup> deployment of WiFi hotspots,<sup>8</sup> ability to enter into the wireless voice and broadband market by offering “quad-play” packages,<sup>9</sup> which would benefit the public via additional choice and competitive pricing in the wireless space,<sup>10</sup> and a first-of-its-kind, 30 Mbps low-income broadband service, for which both low-income seniors and households with children participating in the National School Lunch Program will be eligible.<sup>11</sup> Delay in closing the Transaction will delay the Joint Applicants’ ability to extend these various benefits in a timely manner.

In addition, the current schedule in this proceeding will also expose the Joint Applicants to significant financial hardship. Charter has issued additional indebtedness of approximately \$23.8 billion in order to finance the Transaction, predicated on the expectation that the costs of such additional financing would be offset by the greater revenues of the merged New Charter entity, as well as the significant synergies the merged entity will be able to realize. Prolonged delays in the review of the Transaction will force Charter to continue to bear the cost of the

---

<sup>7</sup> See *Application of Charter Communications, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership for Consent to the Transfer of Control of Licenses and Authorizations*, MB Docket No. 15-149, Public Interest Statement at 18 (FCC June 25, 2015) (committing to buildout one million residential line extensions within New Charter’s franchise areas and committing to invest at least \$2.5 billion in the buildout of networks into commercial areas).

<sup>8</sup> See *id.* (committing to deploy over 300,000 out-of-home WiFi access points within four years of close).

<sup>9</sup> See *Applications of Charter Communications, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership for Consent to the Transfer of Licenses and Authorizations*, MB Docket No. 15-149, Response of Charter Communications, Inc. to Information and Data Requests Dated September 21, 2015, at 9-10, 307-08 (FCC Oct. 13, 2015); *Applications of Charter Communications, Inc., Time Warner Cable Inc., and Advance/Newhouse Partnership for Consent to the Transfer of Licenses and Authorizations*, MB Docket No. 15-149, Letter from John L. Flynn to Marlene Dortch, Secretary, FCC, at 12 (FCC Dec. 4, 2015).

<sup>10</sup> See, e.g., *id.* at 9065 ¶ 176 (justifying bidding policy on the ground that it will facilitate “competition and choice in the wireless marketplace”); *Sprint Nextel Corp. & Clearwire Corp.*, Memorandum Opinion and Order, 23 FCC Rcd 17,570, 17,572, 17,586, 17,618-19 ¶¶ 3, 36, 123 (2008) (concluding that merger of Sprint-Nextel and Clearwire would “result in major public interest benefits by facilitating the provision of a nationwide WiMAX-based network that will lead to increased competition, greater consumer choice, and new services”).

<sup>11</sup> See Charter Communications, Press Release, *Charter Announces Details of Industry Leading Low-Cost Broadband Service* (Dec. 17, 2015), <http://www.prnewswire.com/news-releases/charter-announces-details-of-industry-leading-low-cost-broadband-service-300194831.html>.

additional indebtedness without any of the expected offsetting revenues or synergies—thus not only risking significant losses of value to Charter’s (and ultimately New Charter’s) shareholders, but also diverting financial resources that could otherwise be directed towards investments in New Charter’s network and services, including in California.

In addition, although the Joint Applicants have continued to run their respective businesses successfully during the pendency of the merger, the combination of regulatory uncertainty and restrictions of federal antitrust law hinders their ability effectively to move forward with long-term planning, either jointly or separately, as long as regulatory review of the Transaction remains pending. Particularly when combined with the recent period during which the proposed transactions with Comcast were under review, such extended uncertainty also creates challenges to employee retention and development for both Time Warner Cable and Bright House Networks, risking erosion to New Charter’s personnel strength. Although Time Warner Cable and Bright House Networks have been able to manage this risk through employee retention efforts in the interim, further delay risks exacerbating this difficulty.

C. Joint Applicants’ Proposed Revised Schedule Reduces the Hardship to Joint Applicants and Protects the Public Interest, While Allowing Reasonable Time for this Commission to Complete Its Review.

Given the hardships likely to result under the current schedule, the Joint Applicants respectfully request that the Commission adopt the proposed amended schedule attached as Exhibit A. This schedule would allow for a more prompt review by the Commission by (1) providing that the Joint Applicants will submit rebuttal testimony more promptly, within 10 days of the Intervenor’s reply testimony, rather than 21; (2) either foregoing or deferring decision on the need for an evidentiary hearing until after submission of rebuttal testimony, to allow for evaluation of whether such a hearing is needed; (3) providing for the filing of concurrent briefs



22 days from the conclusion of testimony if no hearing is required, rather than 28 (while retaining the current schedule's 28-day period in the event of an intervening hearing); (4) foregoing reply briefing; (5) calling for issuance of a Proposed Decision 34 days from the conclusion of briefing (28 if a hearing is held), rather than 56; and (6) advancing the evidentiary hearings, if held, by 9 days.

Each of these changes to the schedule is modest, but in combination they will bring this Commission's review schedule closer to the FCC's schedule, and reduce the hardship to the Joint Applicants, their employees, and to the public, arising from the present schedule. Moreover, none of these proposed changes will prejudice the other parties to this proceeding. The proposed change to the schedule for submitting rebuttal testimony affects only the Joint Applicants. The time provided for briefing is equal for all parties, and is more than adequate given the issues under review in this matter. Additionally, given that the parties have been generally familiar with one another's respective positions since the proposed Comcast/Time Warner Cable merger and certainly from the initial protests and responses filed in August of 2015, and will have gained further familiarity with each other's positions by the conclusion of rebuttal testimony, there should be no need for a separate round of reply briefing.

The proposed schedule also defers consideration of the need for evidentiary hearings until after rebuttal testimony is submitted. It is likely that the principal disagreements among the parties will pertain to the legal significance and importance of facts in the record, which must be resolved by the Commission, rather than factual disputes for which an evidentiary hearing would be productive. Moreover, the Commission did not hold an evidentiary hearing in the

Comcast/Time Warner Cable proceeding,<sup>12</sup> and it held only a very brief one on issues not presently before the Commission in the Frontier/Verizon proceeding<sup>13</sup>—each of which, as discussed below, involved issues more complicated than the ones in this docket. Although deciding this matter based on the briefing without the scheduled evidentiary hearing would not alone bring this proceeding to a resolution more quickly, foregoing the hearing would relieve the Commission of an additional burden, and would permit greater focus on the completion of a Proposed Decision. At the very least, the Joint Applicants respectfully suggest that assigned ALJ Bemserderfer will be in a better position to evaluate whether any hearing is needed, and to conduct any such hearings in a more efficient manner and on narrower issues, based on focused requests by the parties (identifying any purportedly disputed facts and their significance) following the submission of rebuttal testimony.

The Joint Applicants acknowledge that the proposed amended schedule will shorten the time for issuance of a Proposed Decision, and it is not the Joint Applicant's intent to increase the burden of conducting the proceeding, either to assigned ALJ Bemserderfer or to the Commission. The Joint Applicants respectfully submit, however, that the proposed amended schedule provides sufficient time for the issuance of a Proposed Decision in light of the proceeding's limited scope

---

<sup>12</sup> See *Joint Application of Comcast Corporation, Time Warner Cable Inc., Time Warner Cable Information Services (California), LLC, and Bright House Networks Information Services (California), LLC for Expedited Approval of the Transfer of Control of Time Warner Cable Information Services (California), LLC (U-8674-C)*; and the *Pro Forma Transfer of Control of Bright House Networks Information Services (California), LLC (U-6955-C)*, to Comcast Corporation Pursuant to California Public Utilities Code Section 854(a) (“*In re Comcast Corporation*”), A.14-04-013, Scoping Memo and Ruling at 15 (Cal. P.U.C. Aug. 14, 2014) (“Comcast/Time Warner Cable Scoping Ruling”).

<sup>13</sup> See *Joint Application of Frontier Communications Corporation, Frontier Communications of America, Inc. (U5429C), Verizon California, Inc. (U1002C), Verizon Long Distance LLC (U5732C), and Newco West Holdings LLC for Approval of Transfer of Control Over Verizon California, Inc. and Related Approval of Transfer of Assets and Certifications* (“*In re Frontier Communications*”), A.15-03-005, Administrative Law Judge's Ruling Setting Evidentiary Hearings at 1 (Cal. P.U.C. Aug. 20, 2015) (setting two days of evidentiary hearings regarding the “condition of [Verizon's] network, its compliance with Commission General Orders, and the cost and extent of repairs required to bring the Network into compliance with Commission-imposed standards of safety and reliability”).

and the familiarity of many of the same parties and issues from the recent proposed Comcast transactions.

The effect of the Joint Applicants' proposed amended schedule would be to reduce the total time to resolve this proceeding from the current schedule of more than eleven months to just under ten months, which is consistent with—though still longer than—the schedules that the Commission has adopted in other recent proceedings. In the recent Frontier/Verizon proceeding, for example, the Commission completed its review in a period of time over a month shorter than under the Joint Applicants' proposed amended schedule.<sup>14</sup> Notably, that transaction involved the acquisition of California's second-largest ILEC, which was designated as a carrier of last resort and, in many areas, is the sole provider of traditional wireline telephone service.<sup>15</sup> By contrast, the Transfers of Control involve CLECs with a relatively small market share and limited operations.<sup>16</sup> The Frontier/Verizon proceeding, moreover, involved complicated questions regarding upgrades to telecommunications infrastructure<sup>17</sup>—issues squarely within the Commission's jurisdiction. Compared to the Frontier/Verizon transaction, therefore, the issues before the Commission with respect to the Transfers of Control are considerably more limited, and it would be reasonable for the Commission to complete its review of the Transfers of Control within a similar timeframe, if not more quickly.

---

<sup>14</sup> Compare *In re Frontier Communications*, A.15-03-005, Decision Granting Application Subject to Conditions and Approving Related Settlements (Cal. P.U.C. Dec. 3, 2015) ("Frontier/Verizon Decision"); *In re Frontier Communications*, A.15-03-005, Joint Application for Approval of Transfer of Control over Verizon California, Inc. and Related Approval of Transfer of Assets and Certifications (Cal. P.U.C. Mar. 18, 2015) (commencing proceeding), with Scoping Ruling at 6 (establishing current schedule); Joint Application, A.15-07-009 (July 2, 2015) ("Application") (commencing proceeding).

<sup>15</sup> See Frontier/Verizon Decision at 3; Joint Reply to Protests on the Joint Application, A.15-07-009, at 16 (Aug. 17, 2015) ("Joint Reply").

<sup>16</sup> See Application at 4-12.

<sup>17</sup> See Frontier/Verizon Decision at 49-50.

The Joint Applicants' proposed amended schedule is also comparable to (indeed, slightly longer than) the schedule established by the Commission in the recent Comcast/Time Warner Cable proceeding, which called for a decision in approximately nine and a half months.<sup>18</sup> That transaction also involved issues of greater complexity; among other things, the resulting entity would have been much larger, and its substantial programming interests raised questions surrounding vertical integration. New Charter will have considerably fewer subscribers, both in California and nationally, and control no material programming interests. Thus, the present proceeding involves issues of significantly less complexity.<sup>19</sup> And, to the degree that this proceeding presents questions that were also at issue in the Comcast/Time Warner Cable proceeding, those issues will already be familiar, allowing for a shorter review period. The instant proceeding should accordingly be subject to resolution within, at most, the same timeframe.

\* \* \* \*

For the reasons explained above, the Joint Applicants submit that good reason exists for issuing an order altering the schedule in this proceeding and deferring consideration of whether to conduct an evidentiary hearing, and that no party would be unduly prejudiced by such an order. Therefore, the Joint Applicants respectfully request that this motion be expeditiously granted no later than Friday, January 22, 2016.

---

<sup>18</sup> See Comcast/Time Warner Cable Scoping Ruling at 15 (scheduling adoption of proposed decision for January 2015); *In re Comcast Corporation*, A.14-04-013, Joint Application for Expedited Approval of Indirect Transfer of Control and the Pro Forma Transfer of Control (Cal. P.U.C. Apr. 11, 2014) (commencing proceeding).

<sup>19</sup> The Commission was also able to conclude its review of the recent Suddelink-Altice transaction, albeit smaller in scope, within a significantly shorter timeframe than the current schedule. See *Joint Application of Cequel Corporation, Cebridge Telecom CA, LLC (U6996C), and Patrick Drahi, an Individual; and Altice N.V., for Approval of Transfer of Control of Cebridge Telecom CA, LLC (U6996C) Pursuant to California Public Utilities Code Section 854(a)*, A.15-06-005, Decision Authorizing Acquisition and Partial Transfer of Control of Cebridge Telecom CA, LLC to Altice N.V. (Cal. P.U.C. Dec. 17, 2015) (authorizing transaction within approximately six months of the filing of the application).

Respectfully submitted January 13, 2016 at San Francisco, California.

Suzanne Toller  
Alan Galloway  
Davis Wright Tremaine, LLP  
Phone: (415) 276-6536  
505 Montgomery Street, Suite 800  
San Francisco, California 94111  
Email: [suzannetoller@dwt.com](mailto:suzannetoller@dwt.com)  
Email: [alangalloway@dwt.com](mailto:alangalloway@dwt.com)

Attorneys for Advance/Newhouse Partnership,  
Bright House Networks, LLC, and Bright House  
Networks Information Services (California),  
LLC

James W. McTarnaghan  
Anne B. Beaumont  
Perkins Coie LLP  
Phone: (415) 344-7007  
505 Howard Street, Suite 1000  
San Francisco, CA 94105-3204  
Email: [jmctarnaghan@perkinscoie.com](mailto:jmctarnaghan@perkinscoie.com)  
Email: [abeaumont@perkinscoie.com](mailto:abeaumont@perkinscoie.com)

Attorneys for Time Warner Cable Inc. and  
Time Warner Cable Information Services  
(California), LLC

John L. Clark  
Michael B. Day  
Goodin, MacBride, Squeri, & Day, LLP  
505 Sansome Street, Suite 900  
San Francisco, California 94111  
Telephone: (415) 392-7900  
Facsimile: (415) 398-4321  
Email: [jclark@goodinmacbride.com](mailto:jclark@goodinmacbride.com)

By /s/ John L. Clark  
John L. Clark

Attorneys for Charter Communications, Inc.  
and Charter Fiberlink CA-CCO, LLC

### **JOINT APPLICANTS' PROPOSED AMENDED SCHEDULE**

January 15, 2016	Intervenors' Reply Testimony Due
January 22, 2016	Intervenors' Supplemental Reply Testimony Due (limited to scope of Jan. 8, 2016 Supplemental Opening Testimony) (if necessary)
January 25, 2016	Joint Applicants' Rebuttal Testimony Due
January 26, 2016	Public Participation Hearing
January 28, 2016	Parties submit any objections to admission of testimony, and any request for an evidentiary hearing
February 2, 2016	Ruling issued on objections to, and admission of, testimony, and need for evidentiary hearing
February 8-10, 2016	Evidentiary Hearings (if necessary); otherwise parties to submit declarations of witnesses supporting introduction of testimony into evidence.
February 22, 2016	Concurrent Briefs due (may be changed to February 16 if no evidentiary hearings held)
March 21, 2016	Proposed Decision Issued
April 21, 2016	Vote by Full Commission